

RESOLUTION 2004-10

A RESOLUTION CONCERNING FINANCING BY CAESARS ENTERTAINMENT, INC.

The Indiana Gaming Commission ("Commission") adopts the following Resolution pursuant to authority granted to it under I.C. 4-33 and pursuant to 68 IAC 1-2-6.

The following factors have been considered by the Commission:

1. Pursuant to I.C. § 4-33-4-21, the Commission must review proposed debt transactions to ensure that the Riverboat Owner's License is not leased, hypothecated, or money is not borrowed or loaned against the Riverboat Owner's License.
2. Caesars Entertainment, Inc., formerly known as Park Place Entertainment Corporation owns 82% of RDI/Caesars Riverboat Casino, L.L.C., the entity that holds the riverboat owner's license to operate a riverboat gaming facility located in Elizabeth, Indiana. (collectively referred to as "Caesars").
3. By letter dated December 9, 2003, Caesars requested a waiver by the Executive Director under 68 IAC 5-3-6 of the financing approval requirements set forth in 68 IAC 5-3 seeking approval of an amendment Caesars made to its existing multi-year and 364-day credit facilities in August, 2003.
4. Prior to the August 2003 amendment, Caesars' credit facilities consisted of a 364-day revolving facility with total availability of \$ 700 million and no amounts outstanding and a \$ 2.0 billion five-year revolving facility, maturing in December 2003 with a \$ 1.4 billion two-year extension upon expiration or voluntary termination of the existing five-year revolving facility and an outstanding amount under the five-year revolving facility of \$ 965 million.
5. The amended credit facilities put in place a \$493 million 364-day revolving credit facility, a \$2.318 billion five-year revolving facility maturing on December 31, 2003, and a \$1.741 billion two-year extension effective after December 31, 2003, increasing the total aggregate commitment in the facilities to \$ 4.125 billion.
6. The Executive Director granted the request for waiver on December 18, 2003 after communicating with and receiving approval from Commission Chair Donald R. Vowels and Commission Member Dale Gettelfinger.
7. At this time Caesars requests Commission approval of the August 2003 amendment to its credit facilities.
8. Caesars also requests a waiver of 68 IAC 5-3-2(b)(3), the two meeting rule.

**NOW, THEREFORE, BE IT RESOLVED BY THE INDIANA GAMING COMMISSION,
THAT THE FOLLOWING RESOLUTION IS ADOPTED:**

SECTION 1. SCOPE.

This Resolution applies to Caesars Entertainment, Inc., formerly known as Park Place Entertainment Corporation, and RDI Caesars, L.L.C.

SECTION 2. DEFINITIONS.

The definitions set forth in I.C. § 4-33-2 and 68 IAC apply to this Resolution.

**SECTION 3. ACTION ON REQUEST FOR APPROVAL OF FINANCING BY
CAESARS IN AN AMOUNT UP TO \$ 4,125,000,000.**

The request for a waiver of 68 IAC 5-3-2(b)(3), the two meeting rule is hereby:

APPROVED

APPROVED OR DISAPPROVED

and the request for approval of Caesars' \$ 4,125,000,000 credit facility is hereby:

APPROVED

APPROVED OR DISAPPROVED

subject to a review and approval of the final draft and associated documents by the Commission staff.

Adoption of this resolution and the approval of the debt transaction does not in any way constitute a waiver of the Commission's authority and ability to approve or disapprove any future changes in the ownership of the Riverboat Owner's License or assets incident thereto which may occur in the event of a default.

SECTION 4. EFFECTIVE DATE.

This resolution is effective immediately.

ADOPTED THIS THE 6TH DAY OF FEBRUARY, 2004:

THE INDIANA GAMING COMMISSION:

Donald R. Vowels (FACSIMILE)
Donald Vowels, Chair

ATTEST:

Thomas Milcarek (FACSIMILE)
Thomas Milcarek, Secretary